

PEABODY ENERGY CORP
Form 4
May 14, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIHLER SHARON D

2. Issuer Name and Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
701 MARKET STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP - Chief Admin. Officer

ST. LOUIS, MO 63101

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/12/2008		M ⁽¹⁾	6,348 A \$ 17.8541	18,289 ⁽²⁾	D	
Common Stock	05/12/2008		M ⁽¹⁾	16,944 A \$ 39.8143	35,233 ⁽²⁾	D	
Common Stock	05/12/2008		M ⁽¹⁾	10,036 A \$ 34.9553	45,269 ⁽²⁾	D	
Common Stock	05/12/2008		S ⁽¹⁾	5,700 D \$ 67	39,569 ⁽²⁾	D	
Common Stock	05/12/2008		S ⁽¹⁾	600 D \$ 67.01	38,969 ⁽²⁾	D	

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Common Stock	05/12/2008	<u>S(1)</u>	1,900	D	\$ 67.02	37,069 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	2,200	D	\$ 67.03	34,869 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	1,400	D	\$ 67.04	33,469 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	1,000	D	\$ 67.05	32,469 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	4,400	D	\$ 67.1	28,069 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	428	D	\$ 67.12	27,641 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	100	D	\$ 67.13	27,541 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	200	D	\$ 67.14	27,341 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	15,400	D	\$ 67.15	11,941 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	1,500	D	\$ 67	72,968	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	200	D	\$ 67.01	72,768	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	300	D	\$ 67.02	72,468	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	1,900	D	\$ 67.03	70,568	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	15,000	D	\$ 67.15	55,568	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	100	D	\$ 67.21	55,468	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	300	D	\$ 67.25	55,168	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	500	D	\$ 67.32	54,668	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	200	D	\$ 67.33	54,468	I	by Family LLC
Common Stock	05/13/2008	<u>S(1)</u>	20,000	D	\$ 70	34,468	I	by Family LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Employee Stock Option (right to buy)	\$ 17.8541	05/12/2008		M ⁽¹⁾	6,348	01/03/2008 01/03/2015	Common Stock 6,348
Employee Stock Option (right to buy)	\$ 39.8143	05/12/2008		M ⁽¹⁾	16,944	⁽⁵⁾ 01/03/2016	Common Stock 16,944
Employee Stock Option (right to buy)	\$ 34.9553	05/12/2008		M ⁽¹⁾	10,036	01/03/2008 01/03/2017	Common Stock 10,036

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIEHLER SHARON D 701 MARKET STREET ST. LOUIS, MO 63101			EVP - Chief Admin. Officer	

Signatures

Sharon D. Fiehler By: Kenneth L. Wagner
Attorney-in-Fact 05/14/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.

(2) Includes 1,987 shares held by the reporting person in the Company's Employee Stock Purchase Plan.

(3) Not applicable.

(4) Does not include employee stock options with different expiration dates and exercise prices.

(5) The options vested in three equal annual installments beginning January 3, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.